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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER (I) DISALLOWING AND
EXPUNGING PROOF OF CLAIM NUMBER 2339, (II) COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16604, AND (III)
RESOLVING MOTION TO ALLOW AMENDED CLAIM
(CONESTOGA-ROVERS & ASSOCIATES, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Conestoga-Rovers & Associates, Inc. ("CRA") respectfully submit this Joint Stipulation And Agreed Order (i) Disallowing And Expunging Proof Of Claim Number 2339 And (ii) Compromising And Allowing Proof Of Claim Number 16604 (Conestoga-Rovers & Associates, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 20, 2006, CRA filed proof of claim number 2339 against Delphi, asserting an unsecured non-priority claim in the amount of \$63,642.38 ("Claim 2339") arising from services performed prior to the Petition Date.

WHEREAS, on July 31, 2006, CRA filed proof of claim number 15247 against Delphi, asserting an unsecured non-priority claim in the amount of \$34,534.66 ("Claim 15247") arising from services performed prior to the Petition Date.

WHEREAS, on May 21, 2007, CRA filed proof of claim number 16604 against Delphi, purporting to amend Claim 2339, asserting an unsecured non-priority claim in the amount of \$140,195.09 ("Claim 16604" and, together with Claim 2339 and Claim 15247, the "Claims") for services performed prior to the Petition Date.

WHEREAS, on June 14, 2007, the Debtors objected to Claim 2339 and Claim 16604 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims,

(B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, CRA filed the Response And Opposition Of Conestoga-Rovers & Associates, Inc. To Debtors' Objection To Claim, Made Within Debtors' Seventeenth Omnibus Claims Objection (Docket No. 8576) (the "Response").

WHEREAS, on December 5, 2007, CRA filed its Consolidated Application And Memorandum In Support Of Motion Of Conestoga-Rovers & Associates, Inc. (i) To Allow Amended Claim, Filed After Bar Date, As Relation Back To Original Claim, Or (ii) Alternatively, For Leave To File Late Proof Of Claim (Docket No. 11307) (the "Motion").

WHEREAS, on February 5, 2008, to resolve the Seventeenth Omnibus Claims Objection with respect to Claim 2339 and Claim 16604, and to resolve the Motion, DAS LLC and CRA entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, CRA acknowledges and agrees that Claim 2339 shall be disallowed and expunged in its entirety, and DAS LLC acknowledges and agrees that (i) Claim 16604 shall be allowed against DAS LLC in the amount of \$132,774.61 and (ii) Claim 15247 shall be allowed against DAS LLC in the amount of \$34,534.66.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And

Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and CRA stipulate and agree as follows:

1. Claim 2339 shall be disallowed and expunged in its entirety.
2. Claim 16604 shall be allowed in the amount of \$132,774.61 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. Claim 15247 shall be allowed in the amount of \$34,534.66 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
4. CRA shall withdraw its Response to the Seventeenth Omnibus Claims Objection, and its Motion, with prejudice.

So Ordered in New York, New York, this 14th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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